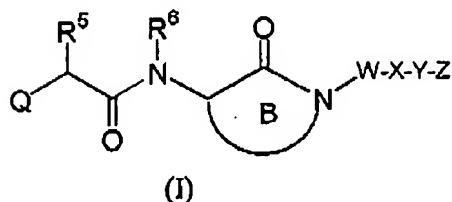


Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 5 of 62

**COMPLETE LIST OF CLAIMS THAT ARE OR HAVE BEEN BEFORE THE  
OFFICE AFTER ENTRANCE OF THE AMENDMENTS MADE HEREIN**  
(See next page)

1. (CURRENTLY AMENDED) A compound of Formula (I):



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

Q is  $-(CR^7R^{7a})_m-R^4$ ,  
 $-(CR^7R^{7a})_n-S-R^4$ ,  
 $-(CR^7R^{7a})_n-O-R^4$ ,  
 $-(CR^7R^{7a})_m-N(R^{7b})-R^4$ ,  
 $-(CR^7R^{7a})_n-S(=O)-R^4$ ,  
 $-(CR^7R^{7a})_n-S(=O)_2-R^4$ , or  
 $-(CR^7R^{7a})_n-C(=O)-R^4$ ;

provided when n is 0, then  $R^4$  is not H;

m is 1, 2, or 3;

n is 0, 1, or 2;

$R^4$  is H,

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>2</sub>-C<sub>8</sub> alkenyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>2</sub>-C<sub>8</sub> alkynyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{4b}$ ,  
 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{4b}$ , or

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 6 of 62

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, OR<sup>14a</sup>, OR<sup>22</sup>, SR<sup>22</sup>, C(=O)OR<sup>22</sup>, NR<sup>21</sup>R<sup>22</sup>, S(=O)R<sup>22</sup>, S(=O)<sub>2</sub>R<sup>22</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-, C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>, C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>5</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 7 of 62

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{5c}$ ;

$R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

$R^6$  is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3  $R^{6a}$ ;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{6b}$ ; or

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{6b}$ ;

$R^{6a}$ , at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, aryl or CF<sub>3</sub>;

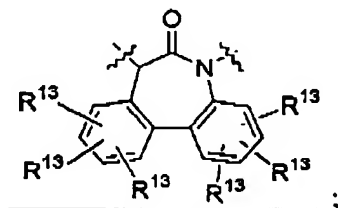
$R^{6b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

$R^7$ , at each occurrence, is independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

$R^{7a}$ , at each occurrence, is independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

$R^{7b}$  is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

Ring B is



a 7-membered lactam;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 8 of 62

~~wherein the lactam is saturated, partially saturated or unsaturated;  
wherein each additional lactam carbon is substituted with 0-2 R<sup>11</sup>; and,  
optionally, the lactam contains a heteroatom selected from O, S, S(=O), S(=O)<sub>2</sub>,  
N=, NH, and N(R<sup>10</sup>);~~

~~additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R<sup>13</sup>;~~

~~additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical; wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R<sup>13</sup>;~~

~~additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>13</sup>;~~

~~R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>,  
S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;~~

~~C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;~~

~~C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;~~

~~C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or~~

~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur; wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;~~

~~R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, -O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or aryl substituted with 0-4 R<sup>10b</sup>;~~

~~R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl S;~~

~~R<sup>11</sup>, at each occurrence, is independently selected from~~

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 9 of 62

~~H, C<sub>1</sub>-C<sub>4</sub>-alkoxy, Cl, F, Br, I, -O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>,  
C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub>-alkyl optionally substituted with 0-3 R<sup>11a</sup>,  
C<sub>6</sub>-C<sub>10</sub>-aryl substituted with 0-3 R<sup>11b</sup>,  
C<sub>3</sub>-C<sub>10</sub>-carbocycle substituted with 0-3 R<sup>11b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>11b</sup>,~~

~~R<sup>11a</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub>-alkyl, OR<sup>14</sup>, Cl, F, Br, I, -O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>,  
phenyl substituted with 0-3 R<sup>11b</sup>,  
C<sub>3</sub>-C<sub>6</sub>-cycloalkyl substituted with 0-3 R<sup>11b</sup>, and  
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3 R<sup>11b</sup>,~~

~~R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkoxy, C<sub>1</sub>-C<sub>4</sub>-haloalkyl,  
C<sub>1</sub>-C<sub>4</sub>-haloalkoxy, and C<sub>1</sub>-C<sub>4</sub>-haloalkyl S,~~

W is a bond or -(CR<sup>8</sup>R<sup>8a</sup>)<sub>p</sub>;

p is 0, 1, 2, 3, or 4;

R<sup>8</sup> and R<sup>8a</sup>, at each occurrence, are independently selected from H, F, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, C<sub>2</sub>-C<sub>4</sub> alkynyl and C<sub>3</sub>-C<sub>8</sub> cycloalkyl;

X is a bond;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>Xb</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>Xb</sup>, or  
5 to 10 membered heterocycle substituted with 0-2 R<sup>Xb</sup>,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 10 of 62

$R^{Xb}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkoxy;

Y is a bond or  $-(CR^9R^{9a})_t-V-(CR^9R^{9a})_u-$ ;

t is 0, 1, or 2;

u is 0, 1, or 2;

R<sup>9</sup> and R<sup>9a</sup>, at each occurrence, are independently selected from H, F, C<sub>1</sub>-C<sub>6</sub> alkyl or C<sub>3</sub>-C<sub>8</sub> cycloalkyl;

V is a bond,  $-C(=O)-$ ,  $-O-$ ,  $-S-$ ,  $-S(=O)-$ ,  $-S(=O)_2-$ ,  $-N(R^{19})-$ ,  $-C(=O)NR^{19b}-$ ,  $-NR^{19b}C(=O)-$ ,  $-NR^{19b}S(=O)_2-$ ,  $-S(=O)_2NR^{19b}-$ ,  $-NR^{19b}S(=O)-$ ,  $-S(=O)NR^{19b}-$ ,  $-C(=O)O-$ , or  $-OC(=O)-$ ;

Z is H;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  $-C(=O)NR^{15}R^{16}$ , CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-

~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 11 of 62

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>,

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, aryl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

alternatively, R<sup>15</sup> and R<sup>16</sup>, together with the nitrogen to which they are attached, may combine to form a 4-7 membered ring wherein said 4-7 membered ring optionally contains an additional heteroatom selected from O or NH;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 12 of 62

R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>19b</sup>, at each occurrence, is independently is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>21</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl; and

R<sup>22</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, or C<sub>3</sub>-C<sub>4</sub> alkynyl.

2. (CURRENTLY AMENDED) A compound, according to Claim 1, of Formula (I) or a pharmaceutically acceptable salt or prodrug thereof, wherein:

Q is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-R<sup>4</sup>,  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-R<sup>4</sup>, or  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-N(R<sup>7b</sup>)-R<sup>4</sup>;

m is 1 or 2;

n is 0 or 1;

R<sup>4</sup> is H,  
C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>8</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>8</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,



Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 13 of 62

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>,

R<sup>4a</sup>, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, OR<sup>14a</sup>, C(=O)OR<sup>22</sup>, SR<sup>22</sup>, OR<sup>22</sup>, NR<sup>21</sup>R<sup>22</sup>, S(=O)R<sup>22</sup>, S(=O)<sub>2</sub>R<sup>22</sup>,

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-3 R<sup>4b</sup>; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>,

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>5</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-3 R<sup>5c</sup>; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

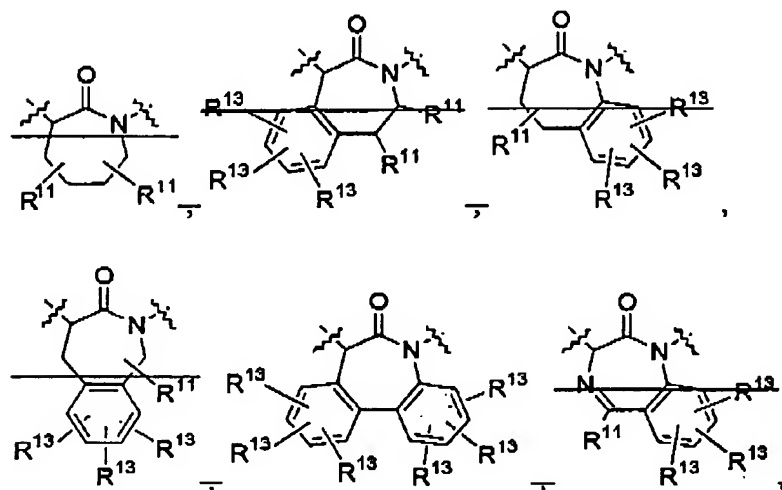
Page 14 of 62

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-3 R<sup>5c</sup>; or5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

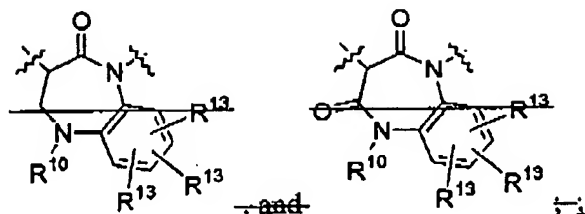
R<sup>6</sup> is H, methyl, or ethyl;R<sup>7</sup>, at each occurrence, is independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;R<sup>7a</sup>, at each occurrence, is independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;R<sup>7b</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

Ring B is selected from:



Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 15 of 62



$R^{10}$  is  $H$ ,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  $C(=O)NR^{18}R^{19}$ ,  
 $S(=O)_2NR^{18}R^{19}$ ,  $S(=O)_2R^{17}$ ,

$C_1$ - $C_6$ -alkyl optionally substituted with 0-3  $R^{10a}$ ,

$C_6$ - $C_{10}$ -aryl substituted with 0-4  $R^{10b}$ ,

$C_3$ - $C_{10}$ -carbocycle substituted with 0-3  $R^{10b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{10b}$ ,

$R^{10a}$ , at each occurrence, is independently selected from  $H$ ,  $C_1$ - $C_6$ -alkyl,  $OR^{14}$ ,  $Cl$ ,  $F$ ,  $Br$ ,  $I$ ,  $-O$ ,  $CN$ ,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or aryl substituted with 0-4  $R^{10b}$ ,

$R^{10b}$ , at each occurrence, is independently selected from  $H$ ,  $OH$ ,  $Cl$ ,  $F$ ,  $Br$ ,  $I$ ,  $CN$ ,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=O)CH_3$ ,  $S(=O)_2CH_3$ ,  $C_1$ - $C_6$ -alkyl,  $C_1$ - $C_4$ -alkoxy,  $C_1$ - $C_4$ -haloalkyl,  $C_1$ - $C_4$ -haloalkoxy, and  $C_1$ - $C_4$ -haloalkyl  $S$ ;

$R^{11}$ , at each occurrence, is independently selected from

$H$ ,  $C_1$ - $C_4$ -alkoxy,  $Cl$ ,  $F$ ,  $Br$ ,  $I$ ,  $-O$ ,  $CN$ ,  $NO_2$ ,  $NR^{18}R^{19}$ ,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  $C(=O)NR^{18}R^{19}$ ,  $S(=O)_2NR^{18}R^{19}$ ,  $CF_3$ ;

$C_1$ - $C_6$ -alkyl optionally substituted with 0-3  $R^{11a}$ ,

$C_6$ - $C_{10}$ -aryl substituted with 0-3  $R^{11b}$ ,

$C_3$ - $C_{10}$ -carbocycle substituted with 0-3  $R^{11b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{11b}$ ,

$R^{11a}$ , at each occurrence, is independently selected from

$H$ ,  $C_1$ - $C_6$ -alkyl,  $OR^{14}$ ,  $Cl$ ,  $F$ ,  $Br$ ,  $I$ ,  $-O$ ,  $CN$ ,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ ;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 16 of 62

~~phenyl substituted with 0-3 R<sup>11b</sup>;~~  
~~C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>; and~~  
~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen,~~  
~~oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-~~  
~~3 R<sup>11b</sup>;~~

~~R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,~~  
~~NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,~~  
~~C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,~~  
~~C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S;~~

W is a bond or -(CH<sub>2</sub>)<sub>p</sub>;

p is 1 or 2;

X is a bond;

~~phenyl substituted with 0-2 R<sup>Xb</sup>;~~  
~~C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>Xb</sup>; or~~  
~~5 to 6 membered heterocycle substituted with 0-2 R<sup>Xb</sup>;~~

~~R<sup>Xb</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,~~  
~~NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy,~~  
~~C<sub>1</sub>-C<sub>3</sub> haloalkyl, C<sub>1</sub>-C<sub>3</sub> haloalkoxy, and C<sub>1</sub>-C<sub>3</sub> halothioalkoxy;~~

~~Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -N(R<sup>19</sup>)-, -C(=O)NR<sup>19b</sup>-, -NR<sup>19b</sup>C(=O)-, -~~  
~~NR<sup>19b</sup>S(=O)<sub>2</sub>-, -S(=O)<sub>2</sub>NR<sup>19b</sup>-, -NR<sup>19b</sup>S(=O)-, -S(=O)NR<sup>19b</sup>-, -C(=O)O-, or -~~  
~~OC(=O)-;~~

Z is H;

~~C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>,~~  
~~C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>12a</sup>,~~  
~~C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>12a</sup>,~~  
~~C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>,~~  
~~C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or~~

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 17 of 62

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>,

R<sup>12a</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, -C(=O)NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>,

R<sup>12b</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from

H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,

(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 18 of 62

alternatively, R<sup>15</sup> and R<sup>16</sup>, together with the nitrogen to which they are attached, may combine to form a 4-7 membered ring wherein said 4-7 membered ring optionally contains an additional heteroatom selected from O or NH;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

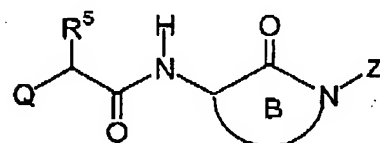
R<sup>19</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R<sup>19b</sup>, at each occurrence, is independently is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>21</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl; and

R<sup>22</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, or C<sub>3</sub>-C<sub>4</sub> alkynyl.

3. (CURRENTLY AMENDED) A compound, according to Claim 2, of Formula (Ib):



(Ib)

or a pharmaceutically acceptable salt or prodrug thereof,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 19 of 62

wherein:

Q is  $-(\text{CHR}^7)_m\text{R}^4$ ,  
 $-(\text{CHR}^7)_n\text{S-R}^4$ ,  
 $-(\text{CHR}^7)_n\text{O-R}^4$ , or  
 $-(\text{CHR}^7)_m\text{N(R}^7b)\text{-R}^4$ ;

m is 1 or 2;

n is 0 or 1;

 $\text{R}^4$  is H,

$\text{C}_1\text{-C}_8$  alkyl substituted with 0-3  $\text{R}^{4a}$ ,  
 $\text{C}_2\text{-C}_8$  alkenyl substituted with 0-3  $\text{R}^{4a}$ ,  
 $\text{C}_2\text{-C}_8$  alkynyl substituted with 0-3  $\text{R}^{4a}$ ,  
 $\text{C}_3\text{-C}_{10}$  carbocycle substituted with 0-3  $\text{R}^{4b}$ ,  
 ~~$\text{C}_6\text{-C}_{10}$~~  aryl substituted with 0-3  $\text{R}^{4b}$ , or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $\text{R}^{4b}$ ;

$\text{R}^{4a}$ , at each occurrence, is independently selected from is H, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $\text{NR}^{15}\text{R}^{16}$ ,  $\text{CF}_3$ ,  $\text{OR}^{14a}$ ,  $\text{C(=O)OR}^{22}$ ,  $\text{SR}^{22}$ ,  $\text{OR}^{22}$ ,  $\text{NR}^{21}\text{R}^{22}$ ,  $\text{S(=O)R}^{22}$ ,  $\text{S(=O)}_2\text{R}^{22}$ ,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{C}_1\text{-C}_4$  haloalkyl,  $\text{C}_1\text{-C}_4$  haloalkoxy,  $\text{C}_1\text{-C}_4$  haloalkyl-S-,  $\text{C}_3\text{-C}_{10}$  carbocycle substituted with 0-3  $\text{R}^{4b}$ ,  ~~$\text{C}_6\text{-C}_{10}$~~  aryl substituted with 0-3  $\text{R}^{4b}$ , and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $\text{R}^{4b}$ ;

$\text{R}^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $\text{NR}^{15}\text{R}^{16}$ ,  $\text{CF}_3$ , acetyl,  $\text{SCH}_3$ ,  $\text{S(=O)CH}_3$ ,  $\text{S(=O)}_2\text{CH}_3$ ,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{C}_1\text{-C}_4$  haloalkyl,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 20 of 62

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>5</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-3 R<sup>5c</sup>; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, R<sup>15</sup>R<sup>16</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>7</sup>, at each occurrence, is independently H, methyl, or ethyl;

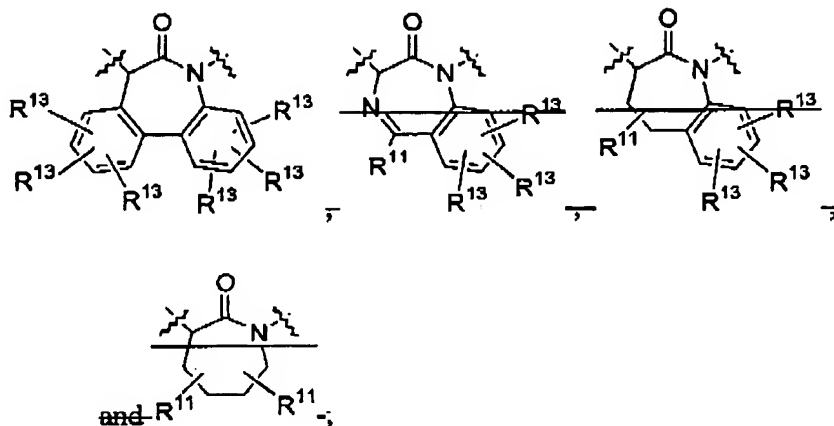
R<sup>7b</sup> is H, methyl, or ethyl;

Ring B is selected from:



Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 21 of 62



~~$R^{11}$ , at each occurrence, is independently selected from~~

~~H, C<sub>1</sub>-C<sub>4</sub>-alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>,  
C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;~~

~~C<sub>1</sub>-C<sub>6</sub>-alkyl optionally substituted with 0-3 R<sup>11a</sup>;~~

~~C<sub>6</sub>-C<sub>10</sub>-aryl substituted with 0-3 R<sup>11b</sup>;~~

~~C<sub>3</sub>-C<sub>10</sub>-carbocycle substituted with 0-3 R<sup>11b</sup>; or~~

~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>11b</sup>;~~

~~$R^{11a}$ , at each occurrence, is independently selected from~~

~~H, C<sub>1</sub>-C<sub>6</sub>-alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>;~~

~~phenyl substituted with 0-3 R<sup>11b</sup>;~~

~~C<sub>3</sub>-C<sub>6</sub>-cycloalkyl substituted with 0-3 R<sup>11b</sup>; and~~

~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3 R<sup>11b</sup>;~~

~~$R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>;~~

~~NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>;~~

~~C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkoxy, C<sub>1</sub>-C<sub>4</sub>-haloalkyl;~~

~~C<sub>1</sub>-C<sub>4</sub>-haloalkoxy, and C<sub>1</sub>-C<sub>4</sub>-haloalkyl-S-~~

W is a bond;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 22 of 62

X is a bond;

Y is a bond;

Z is H;

C1-C8 alkyl substituted with 0-3 R<sup>12a</sup>;

C2-C6 alkenyl substituted with 0-3 R<sup>12a</sup>;

C2-C6 alkynyl substituted with 0-3 R<sup>12a</sup>;

C6-C10 aryl substituted with 0-4 R<sup>12b</sup>;

C3-C10 carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, -C(=O)NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, C1-C4 haloalkyl-S-,

C6-C10 aryl substituted with 0-4 R<sup>12b</sup>;

C3-C10 carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, and C1-C4 haloalkyl-S-;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C1-C6 alkyl, C2-C6 alkoxyalkyl, or C3-C6 cycloalkyl;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 23 of 62

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl,

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

alternatively, R<sup>15</sup> and R<sup>16</sup>, together with the nitrogen to which they are attached, may combine to form a 4-7 membered ring wherein said 4-7 membered ring optionally contains an additional heteroatom selected from O or NH;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>19</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R<sup>21</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R<sup>22</sup> is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

4. (CURRENTLY AMENDED) A compound according to Claim 3 of Formula (I)

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 24 of 62

or a pharmaceutically acceptable salt or ~~prodrug~~ thereof,  
wherein:

Q is  $-(CH_2)_m-R^4$ ,  
     $-(CH_2)_n-S-R^4$ ,  
     $-(CH_2)_n-O-R^4$ , or  
     $-(CH_2)_m-N(H)-R^4$ ;

m is 1 or 2;

n is 0 or 1;

$R^4$  is  $C_1$ - $C_8$  alkyl substituted with 0-3  $R^{4a}$ ,  
     $C_2$ - $C_8$  alkenyl substituted with 0-3  $R^{4a}$ ,  
     $C_2$ - $C_8$  alkynyl substituted with 0-3  $R^{4a}$ ,  
     $C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,  
     $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or  
    5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
    oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
    0-3  $R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from is H, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  
     $CF_3$ ,  $C(=O)OR^{22}$ ,  $SR^{22}$ ,  $OR^{22}$ ,  $OR^{14a}$ ,  $NR^{21}R^{22}$ ,  $S(=O)R^{22}$ ,  $S(=O)_2R^{22}$ ,  
     $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  haloalkyl,  
     $C_1$ - $C_4$  haloalkoxy,  $C_1$ - $C_4$  haloalkyl-S-,  
     $C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,  
     $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{4b}$ , and  
    5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
    oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
    0-3  $R^{4b}$ ;

$R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  
     $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=O)CH_3$ ,  $S(=O)_2CH_3$ ,  
     $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  haloalkyl,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
 BMS PH 7164 (C)  
 Page 25 of 62

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>5</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, R<sup>15</sup>R<sup>16</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

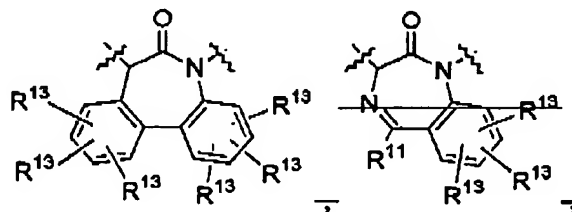
R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and

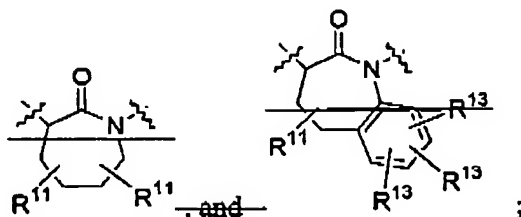
C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Ring B is selected from:



Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
 BMS PH 7164 (C)  
 Page 26 of 62



~~R<sup>11</sup>, at each occurrence, is independently selected from~~

~~H, -O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;~~

~~C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;~~

~~phenyl substituted with 0-3 R<sup>11b</sup>;~~

~~C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; and~~

~~5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, -O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;~~

~~R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

W is a bond;

X is a bond;

Y is a bond;

Z is H;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 27 of 62

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, -C(=O)NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-,  
~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-4 R<sup>12b</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; and wherein said 5 to 10 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, tetrazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, 1H-indazolyl, oxazolidinyl, isoxazolidinyl, benzotriazolyl, benzisoxazolyl, oxindolyl, benzoxazolinyl, quinolinyl, and isoquinolinyl;

R<sup>12b</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from

H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-; and

alternatively, R<sup>15</sup> and R<sup>16</sup>, together with the nitrogen to

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 28 of 62

which they are attached, may combine to form a 4-6 membered ring wherein said 4-6 membered ring optionally contains an additional heteroatom selected from O or NH, wherein said 4-6 membered ring is selected from imidazolidinyl, oxazolidinyl, thiazolidinyl, piperazinyl, morpholinyl, and thiomorpholinyl;

R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>19</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R<sup>21</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R<sup>22</sup> is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

**5. (CURRENTLY AMENDED)** A compound according to Claim 4 wherein:

Q is -CH<sub>2</sub>R<sup>4</sup>, -O-R<sup>4</sup>, or -CH<sub>2</sub>-NH-R<sup>4</sup>;

R<sup>4</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;



Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 29 of 62

R<sup>4a</sup>, at each occurrence, is independently selected from H, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C(=O)OR<sup>22</sup>, SR<sup>22</sup>, OR<sup>14a</sup>, OR<sup>22</sup>, NR<sup>21</sup>R<sup>22</sup>, S(=O)R<sup>22</sup>, S(=O)<sub>2</sub>R<sup>22</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-, C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>, C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

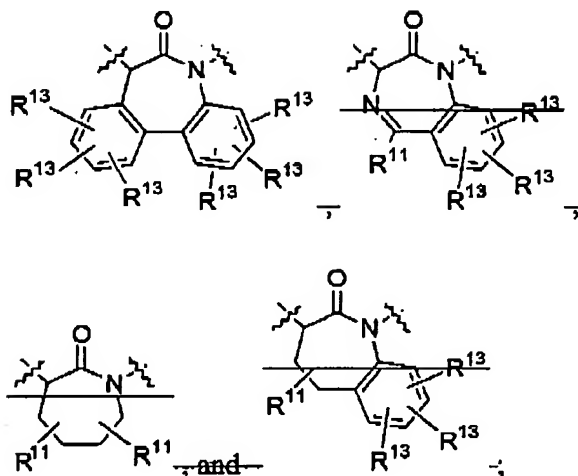
R<sup>5</sup> is H;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>; or  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, Cl, F, Br, I, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Ring B is selected from:

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 30 of 62

~~R<sup>11</sup>, at each occurrence, is independently selected from~~

~~H, -O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;~~

~~C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;~~

~~phenyl substituted with 0-3 R<sup>11b</sup>;~~

~~C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; and~~

~~5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R<sup>11a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, F, Cl, -O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;~~

~~R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

W is a bond;

X is a bond;

Y is a bond;

*Serial No. 10/685,031**Response to Office Action of July 8, 2004;**BMS PH 7164 (C)*

Page 31 of 62

Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, and benzyl;

R<sup>16</sup>, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R<sup>19</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl;

R<sup>21</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R<sup>22</sup> is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

**6. (CURRENTLY AMENDED)** A compound according to Claim 5 or a pharmaceutically acceptable salt or ~~pro-drug~~ thereof wherein:

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 32 of 62

Q is  $-\text{CH}_2\text{R}^4$ ,  $-\text{O}-\text{R}^4$ , or  $-\text{CH}_2-\text{NH}-\text{R}^4$ ;

$\text{R}^4$  is  $\text{C}_1$ - $\text{C}_6$  alkyl substituted with 0-2  $\text{R}^{4a}$ ,  
     $\text{C}_2$ - $\text{C}_6$  alkenyl substituted with 0-2  $\text{R}^{4a}$ ,  
     $\text{C}_2$ - $\text{C}_6$  alkynyl substituted with 0-2  $\text{R}^{4a}$ , or  
     $\text{C}_3$ - $\text{C}_6$  cycloalkyl substituted with 0-3  $\text{R}^{4b}$ ;

$\text{R}^{4a}$ , at each occurrence, is independently selected from is H, OH, F, Cl, Br, I, CN,  $\text{NR}^{15}\text{R}^{16}$ ,  $\text{CF}_3$ , methyl, ethyl, propyl, methoxy, ethoxy, propoxy,  $\text{OCF}_3$ ;

$\text{C}_3$ - $\text{C}_6$  carbocycle substituted with 0-3  $\text{R}^{4b}$ ,  
    phenyl substituted with 0-3  $\text{R}^{4b}$ , or

    5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $\text{R}^{4b}$ ; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

$\text{R}^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $\text{NR}^{15}\text{R}^{16}$ ,  $\text{CF}_3$ , acetyl,  $\text{SCH}_3$ ,  $\text{S}(=\text{O})\text{CH}_3$ ,  $\text{S}(=\text{O})_2\text{CH}_3$ ,  $\text{C}_1$ - $\text{C}_6$  alkyl,  $\text{C}_1$ - $\text{C}_4$  alkoxy,  $\text{C}_1$ - $\text{C}_4$  haloalkyl,  $\text{C}_1$ - $\text{C}_4$  haloalkoxy, and  $\text{C}_1$ - $\text{C}_4$  haloalkyl-S-;

$\text{R}^5$  is H;

$\text{C}_1$ - $\text{C}_4$  alkyl substituted with 0-1  $\text{R}^{5b}$ ;  
     $\text{C}_2$ - $\text{C}_4$  alkenyl substituted with 0-1  $\text{R}^{5b}$ ; or  
     $\text{C}_2$ - $\text{C}_4$  alkynyl substituted with 0-1  $\text{R}^{5b}$ ;

$\text{R}^{5b}$ , at each occurrence, is independently selected from:

    H, methyl, ethyl, propyl, butyl,  $\text{CF}_3$ ;

$\text{C}_3$ - $\text{C}_6$  carbocycle substituted with 0-2  $\text{R}^{5c}$ ;

    phenyl substituted with 0-3  $\text{R}^{5c}$ ; and

    5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-

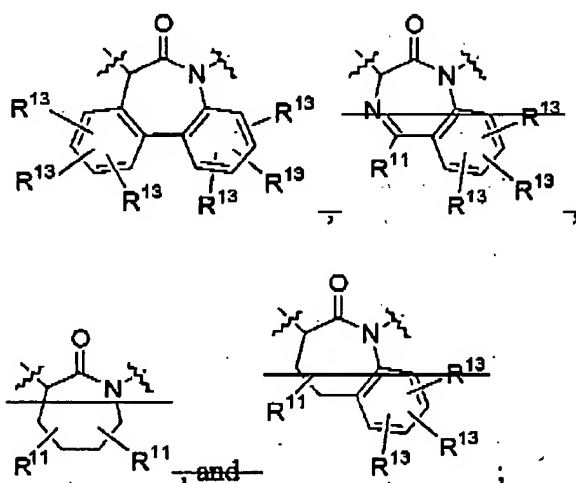
Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 33 of 62

3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Ring B is selected from:



~~R<sup>11</sup>, at each occurrence, is independently selected from~~

~~H, -O, NR<sup>18</sup>R<sup>19</sup>,~~

~~C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>,~~

~~phenyl substituted with 0-3 R<sup>11b</sup>,~~

~~5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>, wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R<sup>11a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, phenoxy, F, Cl, -O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>,~~

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 34 of 62

~~R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

W is a bond;

X is a bond;

Y is a bond;

Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl; and

R<sup>16</sup>, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, and phenethyl;

R<sup>18</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl.

7. (CURRENTLY AMENDED) A compound according to Claim 6 wherein:

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
 BMS PH 7164 (C)  
 Page 35 of 62

R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>NH<sub>2</sub>,  
 -CH<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>-cyclopropyl, -CH<sub>2</sub>-cyclobutyl,  
 -CH<sub>2</sub>-cyclopentyl, -CH<sub>2</sub>-cyclohexyl,  
 -CH<sub>2</sub>CH<sub>2</sub>-cyclopropyl, -CH<sub>2</sub>CH<sub>2</sub>-cyclobutyl,  
 -CH<sub>2</sub>CH<sub>2</sub>-cyclopentyl, or -CH<sub>2</sub>CH<sub>2</sub>-cyclohexyl;

Q is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -  
 CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -  
 CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>-cyclopropyl,  
 -CH<sub>2</sub>-cyclobutyl, -CH<sub>2</sub>-cyclopentyl, -CH<sub>2</sub>-cyclohexyl,  
 -CH<sub>2</sub>CH<sub>2</sub>-cyclopropyl, -CH<sub>2</sub>CH<sub>2</sub>-cyclobutyl,  
 -CH<sub>2</sub>CH<sub>2</sub>-cyclopentyl, -CH<sub>2</sub>CH<sub>2</sub>-cyclohexyl,  
 -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -OCH(CH<sub>3</sub>)<sub>2</sub>,  
 -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -OCH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -OCH<sub>2</sub>-cyclopropyl, -OCH<sub>2</sub>-cyclobutyl,  
 -OCH<sub>2</sub>-cyclopentyl, -OCH<sub>2</sub>-cyclohexyl,  
 -OCH<sub>2</sub>CH<sub>2</sub>-cyclopropyl, -OCH<sub>2</sub>CH<sub>2</sub>-cyclobutyl,  
 -OCH<sub>2</sub>CH<sub>2</sub>-cyclopentyl, -OCH<sub>2</sub>CH<sub>2</sub>-cyclohexyl,  
 -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>-OCH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>O-cyclopropyl,  
 -CH<sub>2</sub>O-cyclobutyl, -CH<sub>2</sub>O-cyclopentyl,  
 -CH<sub>2</sub>O-cyclohexyl, -CH<sub>2</sub>OCH<sub>2</sub>-cyclopropyl,  
 -CH<sub>2</sub>OCH<sub>2</sub>-cyclobutyl, -CH<sub>2</sub>OCH<sub>2</sub>-cyclopentyl,  
 -CH<sub>2</sub>OCH<sub>2</sub>-cyclohexyl, -CH<sub>2</sub>(NH)CH<sub>3</sub>,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>-(NH)CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>(NH)CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 36 of 62

-CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>(NH)-cyclopropyl,  
 -CH<sub>2</sub>(NH)-cyclobutyl, -CH<sub>2</sub>(NH)-cyclopentyl,  
 -CH<sub>2</sub>(NH)-cyclohexyl, -CH<sub>2</sub>(NH)CH<sub>2</sub>-cyclopropyl,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>-cyclobutyl, -CH<sub>2</sub>(NH)CH<sub>2</sub>-cyclopentyl,  
 or -CH<sub>2</sub>(NH)CH<sub>2</sub>-cyclohexyl;

W is a bond;

X is a bond;

Y is a bond;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

~~R<sup>11</sup>, at each occurrence, is independently selected from~~

~~H, -O, methyl, ethyl, phenyl, benzyl, phenethyl,  
 4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>,  
 3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>,  
 2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>,  
 4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>,  
 3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>,  
 4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>,  
 3-CH<sub>3</sub>-phenyl, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>,  
 4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>,  
 pyrid-2-yl, 4-F-pyrid-2-yl, 4-Cl-pyrid-2-yl,  
 4-CH<sub>3</sub>-pyrid-2-yl, 4-CF<sub>3</sub>-pyrid-2-yl, pyrid-3-yl,  
 4-F-pyrid-3-yl, 4-Cl-pyrid-3-yl, 4-CH<sub>3</sub>-pyrid-3-yl,  
 4-CF<sub>3</sub>-pyrid-3-yl, or pyrid-4-yl; and~~

~~R<sup>13</sup>, at each occurrence, is independently selected from~~

~~H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.~~

8. (CURRENTLY AMENDED) A compound according to Claim 2 of Formula (I) or a pharmaceutically acceptable salt or prodrug thereof



Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 37 of 62

wherein:

Q is  $-(CH_2)_m-R^4$ ,  
 $-(CH_2)_n-S-R^4$ ,  
 $-(CH_2)_n-O-R^4$ , or  
 $-(CH_2)_m-N(H)-R^4$ ;

m is 1 or 2;

n is 0 or 1;

$R^4$  is C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>2</sub>-C<sub>8</sub> alkenyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>2</sub>-C<sub>8</sub> alkynyl substituted with 0-3  $R^{4a}$ ,  
 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{4b}$ ,  
~~C<sub>6</sub>-C<sub>10</sub>~~ aryl substituted with 0-3  $R^{4b}$ , or  
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C(=O)OR<sup>22</sup>, SR<sup>22</sup>, OR<sup>22</sup>, OR<sup>14a</sup>, NR<sup>21</sup>R<sup>22</sup>, S(=O)R<sup>22</sup>, S(=O)<sub>2</sub>R<sup>22</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-, C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{4b}$ , ~~C<sub>6</sub>-C<sub>10</sub>~~-aryl substituted with 0-3  $R^{4b}$ , and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{4b}$ ;

$R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

Serial No. 10/685,031

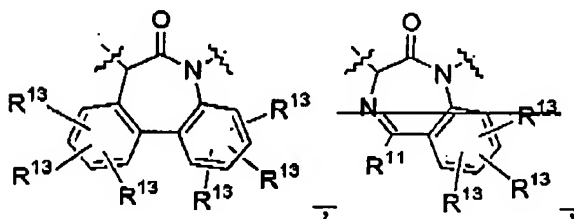
Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 38 of 62

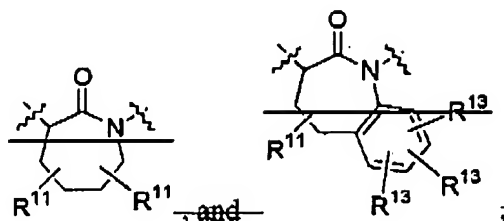
 $R^5$  is H;C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3  $R^{5b}$ ;C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3  $R^{5b}$ ;C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3  $R^{5b}$ ;C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{5c}$ ;C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{5c}$ ; and5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{5c}$ ; $R^{5b}$ , at each occurrence, is independently selected from:H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{5c}$ ;C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3  $R^{5c}$ ; or~~5 to 10~~ 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{5c}$ ; $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, andC<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Ring B is selected from:



Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 39 of 62



~~R<sup>11</sup>, at each occurrence, is independently selected from~~

~~H, -O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;~~

~~C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;~~

~~phenyl substituted with 0-3 R<sup>11b</sup>;~~

~~C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or~~

~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>, and wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R<sup>11a</sup>, at each occurrence, is independently selected from~~

~~H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, Cl, F, -O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;~~

~~R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;~~

W is a bond, -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-;

X is a bond;

phenyl substituted with 0-2 R<sup>Xb</sup>;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-2 R<sup>Xb</sup>; or

5 to 6 membered heterocycle substituted with 0-2 R<sup>Xb</sup>;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 40 of 62

$R^{Xb}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=O)CH_3$ ,  $S(=O)_2CH_3$ , C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Y is a bond,  $-C(=O)-$ ,  $-O-$ ,  $-S-$ ,  $-S(=O)-$ ,  $-S(=O)_2-$ ,  $-N(R^{19})-$ ,  $-C(=O)NR^{19b}-$ ,  $-NR^{19b}C(=O)-$ ,  $-NR^{19b}S(=O)_2-$ ,  $-S(=O)_2NR^{19b}-$ ,  $-NR^{19b}S(=O)-$ ,  $-S(=O)NR^{19b}-$ ,  $-C(=O)O-$ , or  $-OC(=O)-$ ;

Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-2  $R^{12a}$ ,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4  $R^{12b}$ ,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3  $R^{12b}$ ; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{12b}$ ;

$R^{12a}$ , at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4  $R^{12b}$ ,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4  $R^{12b}$ ; and  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{12b}$ ;

$R^{12b}$ , at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=O)CH_3$ ,  $S(=O)_2CH_3$ ,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and  
C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

$R^{13}$ , at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ ;

$R^{14}$  is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

$R^{14a}$  is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

*Serial No. 10/685,031**Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 41 of 62*

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-; and

alternatively, R<sup>15</sup> and R<sup>16</sup>, together with the nitrogen to which they are attached, may combine to form a 4-6 membered ring wherein said 4-6 membered ring optionally contains an additional heteroatom selected from O or NH, wherein said 4-6 membered ring is selected from imidazolidinyl, oxazolidinyl, thiazolidinyl, piperazinyl, morpholinyl, and thiomorpholinyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R<sup>21</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R<sup>22</sup> is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

9. (CURRENTLY AMENDED) A compound according to Claim 8 wherein:

Q is -CH<sub>2</sub>R<sup>4</sup>, -O-R<sup>4</sup>, or -CH<sub>2</sub>-NH-R<sup>4</sup>;

R<sup>4</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 42 of 62

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3 R<sup>4b</sup>,

R<sup>4a</sup>, at each occurrence, is independently selected from H, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, C(=O)OR<sup>22</sup>, SR<sup>22</sup>, OR<sup>14a</sup>, OR<sup>22</sup>, NR<sup>21</sup>R<sup>22</sup>, S(=O)R<sup>22</sup>, S(=O)<sub>2</sub>R<sup>22</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
~~C<sub>6</sub>-C<sub>10</sub>~~-aryl substituted with 0-3 R<sup>4b</sup>, and  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  
0-3 R<sup>4b</sup>,

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-,

R<sup>5</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>, or  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>,

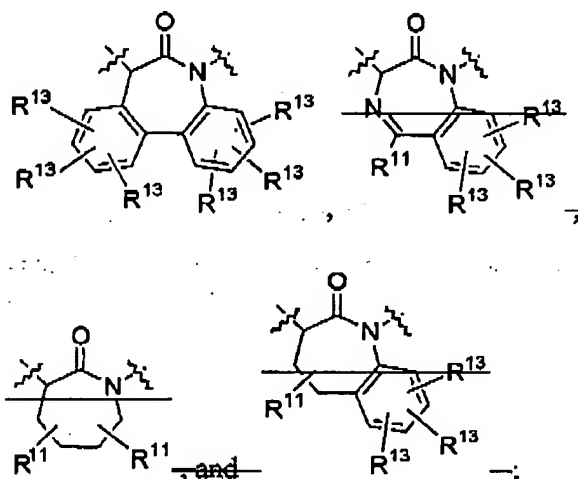
R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, Cl, F, Br, I, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>,  
phenyl substituted with 0-3 R<sup>5c</sup>, or  
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen,  
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-  
3 R<sup>5c</sup>,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 43 of 62

$R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Ring B is selected from:



~~$R^{11}$ , at each occurrence, is independently selected from H, -O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;~~

~~C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-3  $R^{11a}$ ;~~

~~phenyl substituted with 0-3  $R^{11b}$ ;~~

~~C<sub>2</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{11b}$ ; or~~

~~5- to 6-membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{11b}$ , and wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~$R^{11a}$ , at each occurrence, is independently selected from~~

~~H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, Cl, F, -O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3  $R^{11b}$ ;~~

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 44 of 62

~~R<sup>11b</sup>~~, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

W is a bond, -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-;

X is a bond;

phenyl substituted with 0-1 R<sup>Xb</sup>;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-1 R<sup>Xb</sup>; or

5 to 6 membered heterocycle substituted with 0-1 R<sup>Xb</sup>;

R<sup>Xb</sup> is selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, and -OCF<sub>3</sub>;

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -NH-,  
-N(CH<sub>3</sub>)-, or -N(CH<sub>2</sub>CH<sub>3</sub>)-;

Z is C<sub>1</sub>-C<sub>2</sub> alkyl substituted with 1-2 R<sup>12a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from



*Serial No. 10/685,031**Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 45 of 62*

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, and benzyl;

R<sup>16</sup>, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R<sup>19</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl; and

R<sup>21</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R<sup>22</sup> is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

**10. (CURRENTLY AMENDED)** A compound according to Claim 9 or a pharmaceutically acceptable salt or pro-drug thereof wherein:

Q is -CH<sub>2</sub>R<sup>4</sup>, -O-R<sup>4</sup>, or -CH<sub>2</sub>-NH-R<sup>4</sup>;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 46 of 62

R<sup>4</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-2 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-2 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-2 R<sup>4a</sup>, or  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>4b</sup>,

R<sup>4a</sup>, at each occurrence, is independently selected from is H, OH, F, Cl, Br, I, CN, NR<sup>15</sup>NR<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, OCF<sub>3</sub>, C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>, phenyl substituted with 0-3 R<sup>4b</sup>, or 5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-

R<sup>5</sup> is H;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>,

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>,  
phenyl substituted with 0-3 R<sup>5c</sup>, and  
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

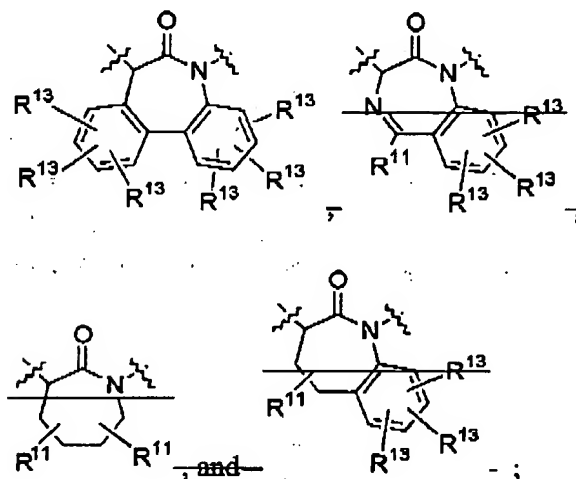
Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 47 of 62

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Ring B is selected from:



~~R<sup>11</sup>, at each occurrence, is independently selected from~~

~~H, -O, NR<sup>18</sup>R<sup>19</sup>,~~

~~C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>,~~

~~phenyl substituted with 0-3 R<sup>11b</sup>,~~

~~C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>, or~~

~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>, and wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R<sup>11a</sup>, at each occurrence, is independently selected from~~

~~H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, Cl, F, -O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>,~~

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 48 of 62

~~R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

W is a bond or -CH<sub>2</sub>-;

X is a bond;

phenyl substituted with 0-1 R<sup>Xb</sup>;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-1 R<sup>Xb</sup>; or

5 to 6 membered heterocycle substituted with 0-1 R<sup>Xb</sup>;

R<sup>Xb</sup> is selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, methyl, ethyl, methoxy, ethoxy, and -OCF<sub>3</sub>;

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -NH-,  
-N(CH<sub>3</sub>)-, or -N(CH<sub>2</sub>CH<sub>3</sub>)-;

Z is C<sub>1</sub>-C<sub>2</sub> alkyl substituted with 1-2 R<sup>12a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; and wherein said 5 to 10 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, tetrazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, 1H-indazolyl, oxazolidinyl, isoxazolidinyl,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 49 of 62

benzotriazolyl, benzisoxazolyl, oxindolyl, benzoxazoliny, quinolinyl, and isoquinolinyl;

R<sup>12b</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and -OCF<sub>3</sub>;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl; and

R<sup>16</sup>, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, and phenethyl;

R<sup>18</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl.

**11. (CURRENTLY AMENDED)** A compound, according to Claim 10, wherein:

R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>NH<sub>2</sub>,  
-CH<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>,  
-CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>-cyclopropyl, -CH<sub>2</sub>-cyclobutyl,  
-CH<sub>2</sub>-cyclopentyl, -CH<sub>2</sub>-cyclohexyl,  
-CH<sub>2</sub>CH<sub>2</sub>-cyclopropyl, -CH<sub>2</sub>CH<sub>2</sub>-cyclobutyl,  
-CH<sub>2</sub>CH<sub>2</sub>-cyclopentyl, or -CH<sub>2</sub>CH<sub>2</sub>-cyclohexyl;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
 BMS PH 7164 (C)  
 Page 50 of 62

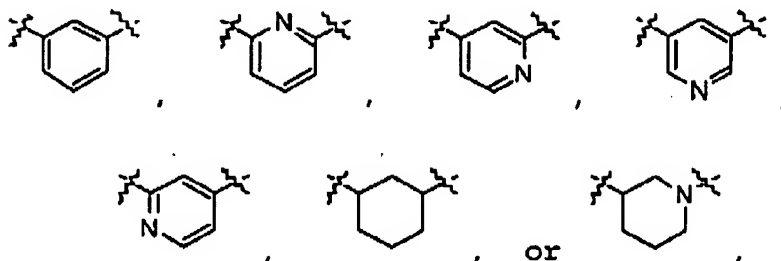
Q is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -  
 CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -  
 CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>-cyclopropyl,  
 -CH<sub>2</sub>-cyclobutyl, -CH<sub>2</sub>-cyclopentyl, -CH<sub>2</sub>-cyclohexyl,  
 -CH<sub>2</sub>CH<sub>2</sub>-cyclopropyl, -CH<sub>2</sub>CH<sub>2</sub>-cyclobutyl,  
 -CH<sub>2</sub>CH<sub>2</sub>-cyclopentyl, -CH<sub>2</sub>CH<sub>2</sub>-cyclohexyl,  
 -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -OCH(CH<sub>3</sub>)<sub>2</sub>,  
 -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -OCH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -OCH<sub>2</sub>-cyclopropyl, -OCH<sub>2</sub>-cyclobutyl,  
 -OCH<sub>2</sub>-cyclopentyl, -OCH<sub>2</sub>-cyclohexyl,  
 -OCH<sub>2</sub>CH<sub>2</sub>-cyclopropyl, -OCH<sub>2</sub>CH<sub>2</sub>-cyclobutyl,  
 -OCH<sub>2</sub>CH<sub>2</sub>-cyclopentyl, -OCH<sub>2</sub>CH<sub>2</sub>-cyclohexyl,  
 -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>-OCH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>O-cyclopropyl,  
 -CH<sub>2</sub>O-cyclobutyl, -CH<sub>2</sub>O-cyclopentyl,  
 -CH<sub>2</sub>O-cyclohexyl, -CH<sub>2</sub>OCH<sub>2</sub>-cyclopropyl,  
 -CH<sub>2</sub>OCH<sub>2</sub>-cyclobutyl, -CH<sub>2</sub>OCH<sub>2</sub>-cyclopentyl,  
 -CH<sub>2</sub>OCH<sub>2</sub>-cyclohexyl; -CH<sub>2</sub>(NH)CH<sub>3</sub>,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>-(NH)CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>(NH)CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>(NH)-cyclopropyl,  
 -CH<sub>2</sub>(NH)-cyclobutyl, -CH<sub>2</sub>(NH)-cyclopentyl,  
 -CH<sub>2</sub>(NH)-cyclohexyl, -CH<sub>2</sub>(NH)CH<sub>2</sub>-cyclopropyl,  
 -CH<sub>2</sub>(NH)CH<sub>2</sub>-cyclobutyl, -CH<sub>2</sub>(NH)CH<sub>2</sub>-cyclopentyl,  
 or -CH<sub>2</sub>(NH)CH<sub>2</sub>-cyclohexyl;

W is a bond or -CH<sub>2</sub>-;

X is a bond;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 51 of 62



Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -NH-, or -N(CH<sub>3</sub>)-,

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl, 2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl, 3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl, 2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl, 3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl, 3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl, 3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl, 4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl, 2-CF<sub>3</sub>O-phenyl, 3-CF<sub>3</sub>O-phenyl, 4-CF<sub>3</sub>O-phenyl, furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl, 4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl, 1-benzimidazolyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, morpholino, N-piperinyl, phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-4-F-phenyl)CH<sub>2</sub>-, (2-MeO-phenyl)CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>-, (4-MeO-phenyl)CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>-,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 52 of 62

(3-Me-phenyl)CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>-,  
(2-MeS-phenyl)CH<sub>2</sub>-, (3-MeS-phenyl)CH<sub>2</sub>-,  
4-MeS-phenyl)CH<sub>2</sub>-, (2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,  
(3-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,  
(furanlyl)CH<sub>2</sub>-, (thienyl)CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>-,  
(2-Me-pyridyl)CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>-,  
(4-Me-pyridyl)CH<sub>2</sub>-, (1-imidazolyl)CH<sub>2</sub>-,  
(oxazolyl)CH<sub>2</sub>-, (isoxazolyl)CH<sub>2</sub>-,  
(1-benzimidazolyl)CH<sub>2</sub>-, (cyclopropyl)CH<sub>2</sub>-, (cyclobutyl)CH<sub>2</sub>-, (cyclopentyl)CH<sub>2</sub>-,  
(cyclohexyl)CH<sub>2</sub>-, (morpholino)CH<sub>2</sub>-,  
(N-piperidinyl)CH<sub>2</sub>-, or (phenyl)<sub>2</sub>CH-;

R<sup>11</sup>, at each occurrence, is independently selected from

H, -O, methyl, ethyl, phenyl, benzyl, phenethyl,  
4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-CH<sub>3</sub>-phenyl, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
pyrid-2-yl, 4-F-pyrid-2-yl, 4-Cl-pyrid-2-yl,  
4-CH<sub>3</sub>-pyrid-2-yl, 4-CF<sub>3</sub>-pyrid-2-yl, pyrid-3-yl,  
4-F-pyrid-3-yl, 4-Cl-pyrid-3-yl, 4-CH<sub>3</sub>-pyrid-3-yl,  
4-CF<sub>3</sub>-pyrid-3-yl, or pyrid-4-yl; and

R<sup>13</sup>, at each occurrence, is independently selected from

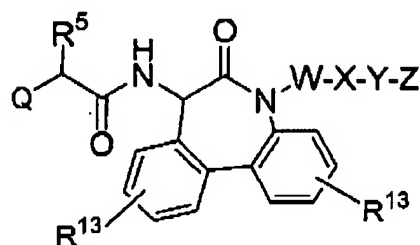
H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

12. (CURRENTLY AMENDED) A compound according to Claim 2 ~~one of Claims 4-11~~ of Formula (Ic):



Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 53 of 62



(Ic)

or a stereoisomer, pharmaceutically acceptable salt or ~~prodrug~~ thereof.

**13.-16. (CANCELLED)**

**17. (CURRENTLY AMENDED)** A compound according to Claim 1, or a pharmaceutically acceptable salt or ~~prodrug~~ thereof comprising:

(7S)-[(2S)-1-oxo-2-pentyloxy-4-methylpentyl]amino-5-methyl-5H,7H-dibenzo[b,d]azepin-6-one.

**18. (ORIGINAL)** A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

**19.-20 (CANCELLED)**

**21. (NEW)** A pharmaceutical composition comprising a compound of Claim 2 and a pharmaceutically acceptable carrier.

**22. (NEW)** A pharmaceutical composition comprising a compound of Claim 3 and a pharmaceutically acceptable carrier.

**23. (NEW)** A pharmaceutical composition comprising a compound of Claim 4 and a pharmaceutically acceptable carrier.

**24. (NEW)** A pharmaceutical composition comprising a compound of Claim 5 and a pharmaceutically acceptable carrier.

**25. (NEW)** A pharmaceutical composition comprising a compound of Claim 6 and a pharmaceutically acceptable carrier.

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 54 of 62

26. (NEW) A pharmaceutical composition comprising a compound of Claim 7 and a pharmaceutically acceptable carrier.
27. (NEW) A pharmaceutical composition comprising a compound of Claim 8 and a pharmaceutically acceptable carrier.
28. (NEW) A pharmaceutical composition comprising a compound of Claim 9 and a pharmaceutically acceptable carrier.
29. (NEW) A pharmaceutical composition comprising a compound of Claim 10 and a pharmaceutically acceptable carrier.
30. (NEW) A pharmaceutical composition comprising a compound of Claim 11 and a pharmaceutically acceptable carrier.
31. (NEW) A pharmaceutical composition comprising a compound of Claim 12 and a pharmaceutically acceptable carrier.
32. (NEW) A pharmaceutical composition comprising a compound of Claim 17 and a pharmaceutically acceptable carrier.
33. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.
34. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.
35. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.
36. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.

Serial No. 10/685,031

Response to Office Action of July 8, 2004;  
BMS PH 7164 (C)  
Page 55 of 62

37. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 5.
38. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6.
39. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 7.
40. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 8.
41. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 9.
42. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 10.
43. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 11.
44. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 12.
45. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 17.